

## NOTICE

**SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AGP DC INFRA TWO PRIVATE LIMITED WILL BE HELD ON SATURDAY, 24<sup>TH</sup> DAY OF DECEMBER 2022 AT REGISTERED OFFICE OF THE COMPNY SITUATED AT ASSETZ HOUSE, 30, CRESCENT ROAD, BENGALURU 560001 AT 1:00 PM**

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### **SPECIAL BUSINESS:**

The Company pursuant to Subscription and Shareholders Agreement dated February 25, 2022 (“SSHA”) executed with DEA Topco II LP, IDCCo Pte Ltd and National Investment and Infrastructure Fund proposes to obtain shareholder approval to pass the following resolutions:

### **ITEM NO I**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

### **TO RECORD APPROVAL FOR ISSUANCE OF EQUITY SECURITIES**

“**RESOLVED THAT** pursuant to: (i) SSHA, (ii) Sections 42, 55, 62(1)(c), 71, and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 9 and 13 of Companies (Share Capital and Debentures) Rules 2014, provisions of the Companies (Prospectus and Allotment of Securities) Rules 2014, and any other applicable rules and regulations, (iii) pricing guidelines under applicable laws, and (iv) all other applicable laws including any amendment, re-enactment or statutory modification thereof for the time being in force, in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Company accords approval of the shareholders to issue and allot compulsorily convertible preference shares and compulsorily convertible debentures (“**Equity Securities**”) to DEI SG SPVII Pte. Ltd., IDCCO Pte Ltd and National Investment and Infrastructure Fund (hereinafter collectively referred to as the “**Initial Shareholders**”) pursuant to, the ‘Private Placement Offer Letters’ in Form PAS-4, the Company’s record under Section 42 (7) of the Companies Act, 2013, record of private placement offer in Form PAS-5 and serially numbered application form, drafts of each of which were placed before this meeting and initialed by the Chairman for the purposes of identification. The details of the proposed allotment are as below:

<b>Name of the Initial Shareholder</b>	<b>Number of Equity Securities</b>	<b>Consideration (in Indian Rupees)</b>
DEI SG SPVII Pte. Ltd.	30,031,205 Class A CCDs	3,003,120,500
	5,630,851 Class A CCPS	563,085,100

National Investment and Infrastructure Fund	27,232,282 Class B CCDs 5,106,053 Class B CCPS	2,723,228,200  510,605,300
IDCCO Pte Ltd	2,798,922 Class C CCDs 524,798 Class C CCPS	279,892,200  52,479,800
<b>Total</b>	60,062,409 CCDs 11,261,702 CCPS	7,132,411,100

“**RESOLVED FURTHER THAT** the terms governing the Class A CCDs, Class B CCDs, Class C CCDs, Class A CCPS, Class B CCPS and the Class C CCPS have been annexed to this Resolution as Annexure 1 and Annexure 2 for the purpose of identification and Company hereby accords approval of the shareholders in relation to the terms attached thereto.”

“**RESOLVED FURTHER THAT** the disclosures required with respect to the CCPS pursuant to Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

1. Priority with respect to payment of dividend: as provided in the terms annexed to this resolution as Annexure 2
2. Priority with respect to repayment of capital vis-à-vis equity shares: as per Companies Act, 2013
3. Participation in surplus fund: as provided in the terms annexed to this resolution as Annexure 2
4. Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: as per Companies Act, 2013
5. Payment of dividend on cumulative or non-cumulative basis: cumulative
6. Conversion of preference shares into equity shares: as provided in the terms annexed to this resolution as Annexure 2
7. Voting rights: as provided in the terms annexed to this resolution at Annexure 2
8. Redemption of preference shares: Not applicable; the shares are compulsorily convertible into equity shares”

“**RESOLVED FURTHER THAT** the monies received by the Company from the Initial Shareholders for application to the Equity Securities pursuant to this private placement shall be kept by the Company in a

separate bank account opened by the Company with [DBS Bank India Limited] and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Company shall take all such steps that may be deemed necessary for the purpose of immediate filing of relevant forms and other documents as may be required with respect to the aforesaid resolution, with the Registrar of Companies and all other authorities pursuant to applicable laws and various agreements to which the Company is a party.”

## **ITEM NO II**

### **TO APPROVE THE DRAFT LETTER OF OFFER CUM APPLICATION TO BE ISSUED BY THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED FURTHER THAT** pursuant to (i) the SSHA, (ii) Section 42, 55, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 9 and 13 of Companies (Share Capital and Debentures) Rules 2014 and other applicable rules and regulations and (iii) all other applicable laws including any amendment, re-enactment or statutory modification thereof for the time being in force, in accordance with the provisions of the memorandum of association and articles of association of the Company, the consent of the shareholders be and is hereby accorded to the drafts of the ‘Private Placement Offer Letter’ prepared in Form PAS-4 to be issued by the Company to each of Initial Shareholder along with the securities application form addressed to the Initial Shareholders, offering the issuance of Equity Securities.”

**RESOLVED FURTHER THAT** Directors and Secretary of the Company, be and are hereby severally designated to keep the record of the private placement offer/(s) in Form PAS-5 being made as aforesaid or to be made by the Company to the Initial Shareholders.

“**RESOLVED FURTHER THAT** the Company shall take all such steps that may be deemed necessary for the purpose of immediate filing of relevant forms and other documents as may be required with respect to the aforesaid resolution, with the Registrar of Companies and all other authorities pursuant to applicable laws and various agreements to which the Company is a party.”

“**RESOLVED FURTHER THAT** Directors and Secretary of the Company, are hereby severally authorized to take all steps to implement this resolution, finalise and issue the letter of offer of private placement in form PAS-4, and take all actions in connection with the further issuance and allotment of the Equity Securities to the Initial Shareholders as and where applicable, including the filing of relevant forms with the Registrar of Companies, and to resolve and settle all questions that may arise in relation to the proposed issuance of the Equity Securities, including without limitation, issuing clarifications on the issue and allotment of the Equity Securities, resolving any difficulties, effecting any modifications to the foregoing, preparing, signing, executing, and filing applications with the appropriate authorities for the issuance of the Equity Securities, as may be required, and do all such acts, deeds and things in connection

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AGP DC Infra Two Private Limited  
CIN: U70109KA2019PTC130430

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therewith and incidental thereto as the board of directors in their absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided in each case, that such acts, deeds, matters or things are within the scope of the foregoing resolution.”

**For and on behalf of the Board**

**For AGP DC INFRA TWO PRIVATE LIMITED**

**Manish Sansi**

**Company Secretary**

**Date: 24<sup>th</sup> December 2022**

**NOTES:**

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. The explanatory statement pursuant to provisions of section 102 of the Companies Act 2013, with regards to special business, is attached.
3. Shareholders are required to intimate changes in their addresses, if any.
4. Shareholders are requested to register their E mail ID with the company to enable the company to send all communication including notice of the meeting electronically.

## ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

**Extra-Ordinary General Meeting:**

**to be held at 1:00 PM**

**Venue:**

**AGP DC INFRA Two Private Limited**

**Assetz House, 30, Crescent Road, Bengaluru- 560001.**

### Explanatory statement pursuant to provisions of section 102 of the Companies Act 2013

#### **Resolution at Item No. 1 and 2:**

The Company proposes to issue and allot Equity Securities to the Initial Shareholders under Section 42 (7) of the Companies Act, 2013 and for that purpose approve the draft letter of offer cum application to be issued by the Company.

None of the directors of the Company are concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.

In view of above, the board of directors recommend the passing of the resolutions set out at Item No 3 and 4 for approval by the shareholders as a **Special Resolution**.

The nature of concern or interest, financial or otherwise, if any, in respect of this item of proposed business to be transacted is as follows –

- |       |  |        |
|-------|--|--------|
| (i)   | Directors of the Company   | : None |
| (ii)  | Key Managerial Personnel of the Company                            | : None |
| (iii) | Relatives of Directors and Key Managerial Personnel of the Company | : None |

#### **For and on behalf of the Board**

#### **For AGP DC INFRA TWO PRIVATE LIMITED**

**Manish Sansi**

**Company Secretary**

**Date: 24<sup>th</sup> December 2022**